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COMPANIES HOUSE



independent
schools
council

MINUTES OF ANNUAL GENERAL MEETING OF INDEPENDENT SCHOOLS COUNCIL NOTICE OF PASSING OF RESOLUTIONS

At a duly convened and quorate Annual General Meeting of the Independent Schools Council (the "Company") held on Thursday 20 September 2012 at the registered office of the Company Resolution 1 was passed as a special resolution and Resolutions 2 to 4 were passed as ordinary resolutions:

Special resolution

1. That:
 - a. the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of Section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
 - b. the Articles of Association set out in the document annexed hereto and initialed by the Chairman for the purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Ordinary resolutions

2. That the Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2011 be received and the transactions recorded therein be approved including:
 - a. the transfer of the teacher induction business carried out by ISCTip on behalf of the Company, together with accumulated reserves and cash, to the Independent Schools Teacher Induction Panel, a company limited by guarantee registered in England under number 7755948 and having as members individuals nominated by each of the eight associations in membership of the Company;
 - b. the transfer of the Company's interest in the Independent Schools Inspectorate to individuals nominated by each of the eight associations in membership of the Company; and
 - c. the cessation of trading of the Company's subsidiary ISC Educational Services Limited.
3. That, subject to annual review, haysmacintyre be re-appointed Auditors of the Company, to hold office until the conclusion of the next General Meeting of the Company at which accounts are laid.
4. That the Directors be authorised to determine the Auditors' remuneration.

Barnaby Lenon
Chairman and Director
20 September 2012
St Vincent House
30 Orange Street
London WC2H 7HH
Registered number. 1103760

Independent Schools Council
1103760

ARTICLES OF ASSOCIATION OF

THE INDEPENDENT SCHOOLS COUNCIL

Adopted by Special Resolution of the Company on 20 September 2012



Chairman

PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1 In the Articles, unless the context requires otherwise—

“Affiliate Member” means a person whose application for affiliate membership has been approved by the Directors,

“Articles” means the Company’s Articles of Association,

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales and Northern Ireland which have an effect similar to that of bankruptcy;

“Board” means the Board of Directors of the Company (and the terms “Board meeting” and “Directors’ meeting” are used interchangeably),

“Chairman” means the Chairman of the Company from time to time,

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company,

“Company” means the Independent Schools Council, company number 1103760,

“Director” means a director of the Company and, save as regards any observer nominated under Article 10(1)(b), includes any person occupying the position of director by whatever name called,

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“electronic form” has the meaning given in section 1168 of the Companies Act 2006,

“General Secretary” means the general secretary of the Company from time to time;

“Heads’ Association” means each of the following for so long as it is a Member of ISC IAPS, The Girls’ Schools Association, The Headmasters and Headmistresses Conference, The Independent Schools Association, and The Society of Heads,

“Member” has the meaning given in section 112 of the Companies Act 2006,

“person” includes a body of persons corporate or unincorporated,

“Subsidiary” has the meaning given in section 1159 of the Companies Act 2006,

“Vice Chairman” means the Vice Chairman of the Company from time to time, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company

Liability of Members and restrictions on distributions

2 —(1) The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for—

- (a) payment of the Company’s debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves

(2) The income and property of the Company shall be applied solely towards the promotion of the aims of the Company and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members

(3) If upon the dissolution of the Company there remains any property, after provision has been made for all its liabilities, the same shall not be paid to or distributed among the Members but shall be given or transferred to some institution(s) having aims similar to the aims of the Company and which shall prohibit the distribution of its or their

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income and property amongst its or their members in a manner similar to Article 2(2), such institution(s) to be determined upon by the Members at or before the time of dissolution

PART 2 BOARD AND DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

3 Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

Members' reserve power

4 —(1) The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action

(2) No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution

Directors may delegate

5.—(1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney),
- (c) to such an extent,
- (d) in relation to such matters or territories, and
- (e) on such terms and conditions,

as they think fit

(2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

(3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions

Committees

6 —(1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors

(2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

7 —(1) The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 8

Unanimous decisions

8 —(1) A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter

(1) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing

(2) References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting

(3) A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting

Calling a Directors' meeting

9.—(1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors and to all other persons entitled to attend

(2) Notice of any Directors' meeting must indicate—

- (a) its proposed date and time,
- (b) where it is to take place, and
- (c) if it is anticipated that those participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

(3) Notice of a Directors' meeting must be given to each Director but need not be in writing

(4) Notice of a Directors' meeting need not be given to those who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

(5) No fewer than four Directors' meetings shall be held each calendar year

Attendance at Directors' meetings

10 —(1) In addition to each Director, the following persons are entitled to attend a Directors' meetings—

- (a) the General Secretary,
- (b) a person nominated in advance by a Director unable to attend a meeting, such person to be present as an observer but with no entitlement to vote or be counted in a quorum, and
- (c) such other attendees as determined by the Chairman

(2) The inadvertent failure to invite to, or include at, a Directors' meeting any person who might be entitled to attend pursuant to paragraph (1) does not affect the validity of the meeting, or of any business conducted at it

Participation in Directors' meetings

11.—(1) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—

- (a) the meeting has been called and takes place in accordance with the Articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

(2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other

(3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

Quorum for Directors' meetings

12.—(1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

(2) The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than five, and unless otherwise fixed it is five of whom a majority must be Directors nominated for appointment in accordance with Article 18(1)(a)

(3) If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to call a general meeting so as to enable the Members to appoint further Directors

Chairing of Directors' meetings

13 —(1) The Chairman shall chair all Directors' meetings

(2) If the Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the Vice Chairman shall chair the meeting

(3) If neither the Chairman nor the Vice Chairman is participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it

Casting vote

14 —(1) If the numbers of votes for and against a proposal are equal, the Chairman, Vice Chairman or other Director chairing the meeting does not have a casting vote

Conflicts of interest

15 —(1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes

(2) For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting

(3) Subject to paragraph (4), if a question arises at a meeting of Directors or of a committee as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting whose ruling in relation to any Director other than the Chairman is to be final and conclusive

(4) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman of the meeting, the question shall be decided by a decision of the Directors at that meeting, for which purpose the Chairman of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

Records of decisions to be kept

16 The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors

Directors' discretion to make further rules

17 Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors

APPOINTMENT OF DIRECTORS

Composition of the Board

18 —(1) The Board shall comprise the following Directors—

- (a) in respect of each Member which is a Heads' Association, two persons nominated by that Member for appointment as a Director and in respect of each Member which is not a Heads' Association, one person nominated by that Member for appointment as a Director,
- (b) the Chairman,
- (c) the Vice Chairman, who shall be drawn from amongst the Directors appointed pursuant to paragraph (a) above, and
- (d) no more than three additional persons appointed by a decision of the Directors

Methods of appointing Directors

19 —(1) Subject to Article 18, any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director—

- (a) by Ordinary Resolution, or
- (b) by a decision of the Directors

(2) The term of appointment for each Director shall reflect the desirability of preserving continuity and experience on the Board whilst taking into account each Member's cycle of appointment of office-holders

Termination of Director's appointment

20 A person ceases to be a Director as soon as—

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (f) notification is received by the Company from the Director that the Director is resigning or retiring from office, and such resignation or retirement has taken effect in accordance with its terms,
- (g) notification is received by the Company from the Member who nominated the Director for appointment that the Member has revoked the nomination, whether or not the Member nominates another person for appointment in his or her place,
- (h) the Member who appointed the Director has ceased to be a Member

Directors' remuneration

21 —(1) Directors may undertake any services for the Company that the Directors decide

(2) Directors are entitled to such remuneration as the Directors determine—

- (a) for their services to the Company as Directors, and
- (b) for any other service which they undertake for the Company

(3) Subject to the Articles, a Director's remuneration may—

- (a) take any form, and
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director

(4) Unless the Directors decide otherwise, Directors' remuneration accrues from day to day

(5) Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's Subsidiaries or of any other body corporate in which the Company is interested

Directors' expenses

22. The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at—

- (a) meetings of Directors or committees of Directors, or
- (b) general meetings

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company

PART 3 MEMBERS AND AFFILIATE MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for Membership

23.—(1) No person shall become a Member of the Company unless—

- (a) that person has completed an application for Membership in a form approved by the Directors, and
- (b) the Directors have approved the application

(2) The Directors may approve the application on such terms as they see fit, including whether the person applying to become a Member shall be entitled to nominate for appointment a Director

Termination of Membership

24.—(1) The Directors may terminate the Membership of a Member by a decision of the Directors that in their reasonable opinion the Member is no longer pursuing aims or objectives which are compatible with affiliation to the Company and/or it would be in the best interests of the Company for the Member's Membership to be terminated (but only after notifying the Member in writing and considering the matter in the light of any written representations which the Member concerned puts forward within 14 days of the receipt of such written notice) The decision of the Directors must be unanimous save as regards any Director(s) nominated for appointment by the Member whose Membership is to be terminated

(2) A Member may only withdraw from Membership of the Company with effect from the last day of the Company's financial year and by giving no less than nine months' notice to the Company in writing

(3) Membership is not transferable

BECOMING AND CEASING TO BE AN AFFILIATE MEMBER

Applications for Affiliate Membership

25 —(1) No person shall become an Affiliate Member of the Company unless—

- (a) that person has completed an application for Affiliate Membership in a form approved by the Directors, and
- (b) the Directors have approved the application

(2) The Directors may approve the application on such terms as they see fit.

Termination of Affiliate Membership

26 —(1) The Directors may terminate the Affiliate Membership of an Affiliate Member if, in the Directors' opinion, the Affiliate Member is no longer pursuing aims or objectives which are compatible with affiliation to the Company and/or it would be in the best interests of the Company for the Affiliate Member's Affiliate Membership to be terminated Termination of Affiliate Membership shall be effective immediately upon the Directors' decision

(2) An Affiliate Member may withdraw from Affiliate Membership of the Company by giving six months' notice to the Company in writing

(3) Affiliate Membership is not transferable

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

27 —(1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting

(2) A person is able to exercise the right to vote at a general meeting when—

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting

(3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it

(4) In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other

(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

28 No business other than the appointment of the Chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. The quorum is five Members present in person or by proxy

Chairing general meetings

29 —(1) The Chairman shall chair general meetings if present and willing to do so.

(2) If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Vice Chairman shall chair the meeting if present and willing to do so

(3) If neither the Chairman nor the Vice Chairman is willing to chair the meeting or is present within ten minutes of the time at which a meeting was due to start—

- (a) the Directors present, or
- (b) (if no Directors are present), the meeting,

must appoint a Director or Member to chair the meeting, and the appointment of the Chairman of the meeting must be the first business of the meeting

(4) The person chairing a meeting in accordance with this Article is referred to as "the Chairman of the meeting"

Attendance and speaking at general meetings

30.—(1) Members and Affiliate Members may attend and speak at general meetings

(2) Directors may attend and speak at general meetings, whether or not they are Members

(3) The Chairman of the meeting may permit other persons who are not—

- (a) Members or Affiliate Members of the Company, or
- (b) otherwise entitled to exercise the rights of Members or Affiliate Members in relation to general meetings,

to attend and speak at a general meeting

Adjournment

31.—(1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chairman of the meeting must adjourn it

- (2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if—
- (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- (3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- (4) When adjourning a general meeting, the Chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

32 A resolution put to the vote of a general meeting must be decided on a show of hands of Members unless a poll is duly demanded in accordance with the Articles. No Affiliate Member has a right to vote on a resolution at a general meeting or demand a poll.

Errors and disputes

33 —(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the Chairman of the meeting whose decision is final.

Poll votes

34.—(1) A poll on a resolution may be demanded—

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

(2) A poll may be demanded by—

- (a) the Chairman of the meeting,
- (b) the Directors, or
- (c) two or more persons having the right to vote on the resolution

(3) A demand for a poll may be withdrawn if—

- (a) the poll has not yet been taken, and
- (b) the Chairman of the meeting consents to the withdrawal

(4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

Content of Proxy Notices

35 —(1) Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which—

- (a) states the name and address of the Member appointing the proxy,
- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
- (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate

(2) The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes

(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

(4) Unless a Proxy Notice indicates otherwise, it must be treated as—

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of Proxy Notices

36 —(1) A person who is entitled to attend, speak and vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person

(2) An appointment under a Proxy Notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

Amendments to resolutions

37.—(1) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—

- (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
- (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution

(2) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if—

- (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

(3) If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution

PART 4 ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

38 —(1) Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

(2) Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being

(3) A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

Company seals

39 —(1) Any common seal may only be used by the authority of the Directors

(2) The Directors may decide by what means and in what form any common seal is to be used

(3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

(4) For the purposes of this Article, an authorised person is—

- (a) any Director of the Company, or
- (b) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied

No right to inspect accounts and other records

40. Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Member

Provision for employees on cessation of business

41. The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its Subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary.

Indemnity and insurance

42.—(1) Subject to paragraph (2), a relevant officer of the Company or an associated Company may be indemnified out of the Company's assets against—

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company, or
- (b) any other liability incurred by that officer as an officer of the Company or an associated company

(2) This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

(3) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

(4) In this Article—

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- (a) companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate,
- (b) a "relevant officer" means any Director, former Director or other officer of the Company or an associated company (but not its auditor), and
- (c) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company or any associated company